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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**APPLICATION IN LIEU OF MOTION
IN SUPPORT OF ENTRY OF ORDER APPOINTING AN
INDEPENDENT FEE EXAMINER AND ESTABLISHING RELATED PROCEDURES
FOR THE REVIEW OF FEE APPLICATIONS OF RETAINED PROFESSIONALS**

TO: THE HONORABLE CHIEF JUDGE MICHAEL B. KAPLAN UNITED STATES
BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby submit this application in lieu of motion (the “Application”), pursuant to Local Rule 9021-1(b) of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”), seeking approval and entry of the proposed *Order Appointing an Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* (the “Proposed Order”),² a copy of which is attached hereto as **Exhibit 1**, and respectfully state as follows:

1. On November 28, 2022 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors’ Chapter 11 Cases are set forth in greater detail in the *Declaration of Mark A. Renzi in Support of Debtors’ Chapter 11 Petitions and First-Day Motions* [Docket No. 17], incorporated by reference herein.

2. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 29, 2022, the Court entered an order [Docket No. 42] authorizing procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). On December 21, 2022, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 130].

3. On January 17, 2023, the Court entered the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of*

² Capitalized terms used but not otherwise defined in this Application shall have the meanings ascribed to them in the Proposed Order.

Expenses of Professionals Retained by Order of this Court [Docket No. 307] (the “Administrative Fee Order”) establishing procedures for professional compensation while these Chapter 11 cases are ongoing.

4. Given the size and complexity of these Chapter 11 cases that have and will continue to result in the filing of lengthy and complex professional fee applications filed pursuant to the Administrative Fee Order, the U.S. Trustee has elected to appoint an independent fee examiner (the “Fee Examiner”) and establish related procedures thereto. The Debtors and the Committee consulted with the U.S. Trustee on the terms of appointment of the Fee Examiner.

5. This Application is submitted pursuant to Local Rule 9021-1(b) in lieu of a motion in support of the Debtors’ and the U.S. Trustee’s request that the Court enter the Proposed Order, and with the support of the Committee.

6. The Debtors respectfully seek a waiver of the seven-day notice period under Local Rule 9021-1(b) and request that the Proposed Order be approved and entered immediately.

7. No prior request for the relief sought in this Motion has been made to this Court or any other court.

Notice

8. The Debtors will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the office of the U.S. Trustee for the District of New Jersey; (b) the Committee; (c) the United States Attorney’s Office for the District of New Jersey; (d) the Internal Revenue Service; (e) the U.S. Securities and Exchange Commission; (f) the attorneys general in the states where the Debtors conduct their business operations; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, in substantially the form submitted herewith and such other relief as is just and proper under the circumstances.

Dated: May 9, 2023

/s/ Michael D. Sirota

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Exhibit A

Proposed Order